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April 22, 2013

Ms. Maria Goodine (3HS62)
U.S. Environmental Protection Agency
Region III
1650 Arch Street
Philadelphia, PA 19103-2029

Re: Required Submission of Information
Lower Darby Creek Area Superfund Site
Operable Unit 1 – Clearview Landfill
Darby Township, Delaware County and Philadelphia, Pennsylvania

Dear Ms. Goodine:

Pursuant to my telephone conversations with your office, including the one this morning with Bonnie Pugh, enclosed please find Responses to Enclosure E on the part of MacAndrews and Forbes Group, LLC. As stated in our client's transmittal letter to you, please direct any further inquiry or communications to the undersigned at the above address, telephone or telefax number, or email.

Thank you for your courtesy and cooperation in this matter.

Respectfully submitted,

Kenneth H. Mack

KHM:cs
Enclosures

A Pennsylvania Limited Liability Partnership

California Connecticut Delaware District of Columbia Florida Nevada New Jersey New York Pennsylvania

MACANDREWS & FORBES GROUP, LLC
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Ms. Maria Goodine (3HS62)
U.S. Environmental Protection Agency
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1650 Arch Street
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Re: Required Submission of Information
Lower Darby Creek Area Superfund Site
Operable Unit 1 – Clearview Landfill
Darby Township, Delaware County and Philadelphia, Pennsylvania

Dear Ms. Goodine:

On behalf of MacAndrews & Forbes Group, LLC (“MFG”), attached are responses to “Enclosure E” of EPA’s letter dated February 14, 2013 to MFG regarding the captioned matter. As you will see, these responses have been prepared in accordance with the instructions contained at Enclosure D of that letter. Please note as well that the responses to Enclosure E include attachments 1 through 4.

This response is transmitted on the extended due date for making such submission and is being mailed pursuant to the telephone conversation between our outside counsel, Kenneth H. Mack, and Ms. Bonnie A. Pugh, of your office, this morning.

Should you have further questions concerning the enclosed or this matter generally, please contact our outside counsel, Mr. Mack, whose contact information is provided in the response to request number 13.

Sincerely yours,



Steven L. Fasman
Executive Vice President - Law

Enclosures

**Responses of MacAndrews and Forbes Group, LLC to Enclosure E
to Letter dated February 14, 2013
Re: Lower Darby Creek Area Superfund Site Operable Unit 1 – Clearview Landfill**

Information Required

In the following questions, the terms "MFG," "you" and "your" refer to MacAndrews and Forbes Group, LLC. The term "Food Fair" refers to Food Fair Corporation and Philadelphia area Food Fair Stores. The term "Pantry Pride" refers to Pantry Pride Stores, Inc. The term "Philadelphia area" refers to southeastern Pennsylvania and southern New Jersey.

1. Describe MFG's corporate history in detail. Your answer should include specific information on any mergers and acquisitions, name changes, asset purchases/sales etc. involving MFG and its relationship to Food Fair and Pantry Pride. Include a discussion of the corporate histories of both Food Fair and Pantry as well as complete copies of all relevant documents.

MFG is a successor to the corporate entity known as Pantry Pride, Inc. ("PPI"). PPI, a Delaware corporation, was itself a successor to Food Fair, Inc., a Pennsylvania corporation, organized in 1935 primarily to operate food stores. We understand that Food Fair, Inc. and certain of its subsidiaries filed for bankruptcy protection in 1978, and that the business was eventually reorganized as PPI. It is doubtful that PPI assumed any pre-petition liabilities of Food Fair, Inc., which would have been discharged in any event. In 1985, affiliates of MFG acquired a controlling interest in PPI through a series of transactions (the "MacAndrews Investment"). A description of these transactions and the Food Fair, Inc. bankruptcy are contained on pages 12-13 of the PPI Form 10-K for the year ending August 3, 1985, annexed hereto as Exhibit 1.

News reports suggest that Food Fair, Inc. had sold its Philadelphia area stores by 1979. See, e.g., Exhibit 2. This is supported by PPI's Annual Report for 1984, which reflects that PPI then operated supermarkets only in Florida, Georgia, Virginia and the Bahamas. See Exhibit 3. Accordingly, it appears that, at the time of the MacAndrews Investment in 1985, PPI no longer operated any supermarkets (which may have included prior Food Fair, Inc. stores, or not) in the Philadelphia area. Moreover, it is unlikely that PPI retained any liability for such stores after the Food Fair, Inc. bankruptcy. PPI's remaining supermarket business was sold by 1986, and MFG has had no records relating to that business in the more than 26 years since that time.

In sum, MFG has no records related to the operations of the Philadelphia area Food Fair, Inc. stores responsive to this Request for Information, nor would it have any liability, under CERCLA or otherwise, for any acts or omissions of such stores in the 1970s or otherwise.

2. What was the nature of Food Fair's business or activity in the Philadelphia area between 1958 and 1976? Please describe in detail.

MFG has no direct knowledge but, from generally available information, it appears that Food Fair, Inc. may have engaged in general retail supermarket business in the Philadelphia area during some or all of this period.

3. Identify all persons currently or formerly employed by MFG who have or may have personal knowledge of the operations and waste disposal practices of Food Fair between

1958 and 1976. For each such person, state that person's job title, dates of employment, current address, and telephone number. If the current telephone number or address is not available, provide the last known telephone number or last known address of such person.

None known by this Respondent.

4. Identify every hazardous substance used, generated, purchased, stored, or otherwise handled by Food Fair between 1958 and 1976. With respect to each such hazardous substance, further identify:

Respondent does not know of any such use, generation, purchase, storage or other handling of any hazardous waste.

- a. The process(es) in which each hazardous substance was used, generated, purchased, stored, or otherwise handled at Food Fair's Philadelphia area facilities;
 - b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such hazardous substance;
 - c. The annual quantity of each such hazardous substance used, generated, purchased, stored, or otherwise handled at Food Fair's Philadelphia area facilities;
 - d. The beginning and ending dates of the period(s) during which such hazardous substance was used, generated, purchased, stored, or otherwise handled at Food Fair's Philadelphia area facilities;
 - e. The types and sizes of containers in which these substances were transported and stored; and
 - f. The persons or companies that supplied each such hazardous substance to Food Fair's Philadelphia area facilities.
5. Identify all by-products and wastes generated, stored, transported, treated, disposed of, released, or otherwise handled at Food Fair's Philadelphia area facilities between 1958 and 1976. With respect to each such by-product and waste identified, further identify:

Unknown by this Respondent.

- a. The processes) in which each such by-product and waste was generated, stored, transported, treated, disposed of, released, or otherwise handled at Food Fair's Philadelphia area facilities;
- b. The chemical composition, characteristics, and physical state (solid, liquid, or gas) of each such by-product or waste;
- c. The annual quantity of each such by-product and waste generated, stored, transported, treated, disposed of, released, or otherwise handled at Food Fair's Philadelphia area facilities;

- d. The types, sizes and numbers of containers used to treat, store, or dispose each such by-product or waste;
 - e. The name of the individual(s) and/or company(ies) that disposed of or treated each such by-product or waste; and
 - f. The location and method of treatment and/or disposal of each such by-product or waste.
6. Did Food Fair ever contract with, or make arrangement with any of the following companies: Clearview Land Development Company, the Clearview Landfill, Heller's Dump, Richard or Edward Heller, Eastern Industrial Corporation, Tri-County Hauling, Patrick Bizzari Hauling, "Charles Crumbley," Ace Service Corp./Ace Dump Truck, Edward Lawrenson, Inc., "Quickway," "Nu Way," "Bennie's Hauling," William Adams and Sons, "Al Gonnelli," Schiavo Brothers, Inc., "Maritime," Dorner Trash, Harway, Inc./Warren Harmon, Inc., Northeast Disposal, Donald Vile, Inc., Disposal Corporation of America, "White Glove Trash," or any other company or municipality to remove or transport material from Food Fair's Philadelphia area facilities for disposal between 1958 and 1976? If so, for each transaction identified above, please identify:

Unknown by this Respondent.

- a. The person with whom Food Fair made such a contract or arrangement;
 - b. The date(s) on which or time period during which such material was removed or transported for disposal;
 - c. The nature of such material, including the chemical content, characteristics, and physical state (i.e., liquid, solid, or gas);
 - d. The annual quantity (number of loads, gallons, drums) of such material;
 - e. The manner in which such material was containerized for shipment or disposal;
 - f. The location to which such material was transported for disposal;
 - g. The person(s) who selected the location to which such material was transported for disposal;
 - h. The individuals employed with any transporter identified (including truck drivers, dispatchers, managers, etc.) with whom Food Fair dealt concerning removal or transportation of such material; and
 - i. Any billing information and documents (invoices, trip tickets, manifests, etc.) in your possession regarding arrangements made to remove or transport such material.
7. Identify individuals employed by Food Fair or Pantry Pride or currently employed by MFG, who were responsible for arranging for the removal and disposal of wastes, and individuals who were responsible for payments, payment approvals, and record keeping concerning such waste removal transactions at Food Fair's Philadelphia area facilities

between 1958 and 1976. Provide current or last known addresses and telephone numbers where they may be reached. If these individuals are the same person identified by your answer to Question 3, so indicate.

None known by this Respondent.

8. For every instance in which Food Fair disposed of or treated material at Clearview or other areas of the Site, or arranged for the disposal or treatment of material at the Site, identify:

No such instance known by this Respondent.

- a. The date(s) on which such material was disposed of or treated at the Site;
- b. The nature of such material, including the chemical content, characteristics, and physical state (i.e. liquid, solid or gas);
- c. The annual quantity (number of loads, gallons, drums) of such material;
- d. The specific location on the Site where such material was disposed of or treated; and
- e. Any billing information and documents (invoices, trip tickets, manifests, etc.) in MFG's possession regarding arrangements made to dispose of or treat such material at the Site.

9. Did Food Fair, or any other company or individual, ever spill or cause a release of any chemical, hazardous substances, and/or hazardous waste, and/or non-hazardous solid waste at Clearview? If so, identify the following:

No such instance known by this Respondent.

- a. The date(s) the spill(s)/release occurred;
- b. The composition (i.e., chemical analysis) of the materials which were spilled/released;
- c. The response made by Food Fair or on its behalf with respect to the spill(s)/release(s); and
- d. The packaging, transportation, final disposition of the materials which were spilled/released.

10. Did Food Fair or any person or entity on its behalf ever conduct any environmental assessments or investigations relating to contamination at Clearview? If so, please provide all documents pertaining to such assessments or investigations.

No such instance known by this Respondent.

11. If you have any information about other parties who may have information which may assist the EPA in its investigation of Clearview, or who may be responsible for the generation of, transportation of, or release of contamination at Clearview, please provide such information. The information you provide in response to this request should include the party's name, address, telephone number, type of business, and the reasons why you believe the party may have contributed to the contamination at the Site or may have information regarding the Site.

No such instance known by this Respondent.

12. Identify the person(s) answering these questions on your behalf, including full name, mailing address, business telephone number, and relationship to the company.

*Steven L. Fasman
Executive Vice President - Law
MacAndrews & Forbes Group, LLC
35 E. 62nd St.
New York, NY 10065*

13. Provide the name, title, current address, and telephone number of the individual representing MFG to whom future correspondence or telephone calls should be directed.

*Kenneth H. Mack, Esq.
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648
609-895-6631*

14. If any of the documents solicited in this information request are no longer available, please indicate the reason why they are no longer available. If the records were destroyed, provide us with the following:

Please see response to Request No. 1, supra. As noted therein, MFG does not believe it ever possessed documents relevant to this Request. It is likely that such documents were transferred by FFI or Pantry Pride to whoever purchased Philadelphia-area stores, prior to the MacAndrews Investment. Since MFG does not know who those purchasers were, or might have been, it cannot answer Request 14.b-d.

- a. Your document retention policy;

MFG currently has no written document retention policy. Documents are generally held in accordance with the legal requirements pertinent to such documents. Retention of documents beyond those periods are left to the discretion of various managerial personnel in accordance with likely future needs.

- b. A description of how the records were/are destroyed (burned, archived, trashed, etc.) and the approximate date of destruction;
- c. A description of the type of information that would have been contained in the documents; and

- d. The name, job title, and most current address known to you of the person(s) who would have produced these documents; the person(s) who would have been responsible for the retention of these documents; and the person(s) who would have been responsible for the destruction of these documents.

MacAndrews & Forbes Group, LLC
35 East 62nd Street
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U.S. Environmental Protection Agency
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